

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ULKU ROWE,

Plaintiff,

-against-

GOOGLE LLC,

Defendant.

No. 1:19-cv-08655 (LGS)(GWG)

**DECLARATION OF CHRIS HUMEZ
IN SUPPORT OF DEFENDANT
GOOGLE LLC'S MOTION FOR
SUMMARY JUDGMENT**

I, CHRIS HUMEZ, declare:

1. I am a Compensation Manager for Defendant Google LLC. I have personal knowledge of the facts set forth in this declaration, or know them to be true in my capacity as an employee for Google based on records that Google keeps in the regular course of business. I could and would competently testify to these facts under oath if called as a witness.

2. I have worked at Google since August 2016. I am and always have been a member of the Compensation team, and have over time been promoted from the role of Compensation Associate to Compensation Manager. Throughout my time at Google I have served as the compensation business partner for various technical product areas, helping to create offer packages for new hires, evaluate compensation during Google's performance cycles, and perform Google's privilege pay equity analysis on an annual basis. I was the compensation analyst who worked on putting together Plaintiff Ulku Rowe's compensation package that accompanied her offer of employment.

3. I am familiar with Google's compensation practices and policies, including setting starting compensation, modeling compensation increases during the annual compensation cycle, and analyzing compensation in connection with Google's privileged annual pay equity analysis.

4. The three main components of compensation at Google include base salary, annual

bonus, and equity grants. Each of these is set at hire, then revisited during the annual compensation cycle.

Setting Starting Pay at Google

5. Job code is the foundation for a Googler's base salary and equity grant upon hire, consistent with the idea that pay should be tied to the role and responsibilities of the job. To ensure that pay remains competitive to market, Google assigns each job code in each region a Market Reference Point ("MRP"), which targets the top compensation of the market for that job in that particular region. Because MRPs are tied to market-specific factors, they often change year-to-year. The compensation team conducts an annual review to ensure Google salaries are competitive to market, and as a result, MRPs for a single job code may change over time.

6. Starting compensation is algorithmically modeled relative to MRP. For the majority of hires, starting compensation packages are set around 80% of MRP for that job code to allow employees to receive salary increases over time, commensurate with their performance. Compensation analysts and hiring managers may deviate from that standard for legitimate business reasons including: (a) the candidate's relevant industry experience; (b) the candidate's educational background; (c) whether the candidate is joining Google from an industry with markedly different pay structures; (d) whether the hire is deemed critical or exceptional by the hiring manager; (e) whether the candidate is joining from a competitor whose employees may demand a premium to move to Google; (f) whether external benchmarking studies indicate a sign-on bonus is typical market practice; and (g) competing offers.

7. If a candidate negotiates his or her compensation, compensation analysts and hiring managers are permitted to adjust starting packages within reasonable limits. For example, Google may offer a more generous sign-on bonus or additional new hire equity grants. Very rarely does

Google increase a candidate's starting salary in order to make a starting compensation package more attractive.

8. Annual bonuses are a function of the employee's role and level. Approximately 85% of Google employees are on the company bonus plan. The employee's job level has an associated target bonus represented as a percentage of base salary. That percentage generally increases as one's level increases and one becomes more senior within the company.

9. Nearly all new hires also receive initial equity grants, which are also tied to industry benchmarks. These benchmarks are expressed as guidelines for compensation analysts and hiring managers regarding appropriate new hire equity grants for the job code in question.

Google's Annual Compensation Process

10. Google has an annual compensation cycle each fall during which managers plan employee compensation for all three elements of pay (salary, bonus, and equity) for the upcoming year. Initial recommendations for each component are algorithmically modeled based on legitimate, work-related inputs such as the employee's percentage of MRP, performance rating, location, and tenure.

11. Google calculates a modeled amount for salary increases based on a number of factors including the employee's job code, compensation region, performance scores over the past year, and position relative to MRP (or "compa ratio"). If a Googler has a low compa ratio and is a high performer, Google's algorithm recommends a higher percentage increase than for a Googler with the same performance rating but a higher compa ratio.

12. Google also calculates a modeled amount for annual bonus payments based on the employee's base salary, performance scores over the past year, and amount of time worked during the review cycle.

13. Finally, employees may be eligible to receive an additional grant of equity or “equity refresh grant” each compensation cycle. Equity grants recognize and reward employees for their performance, as well as for their expected future potential and contribution to Google. Google calculates a modeled amount for equity refresh grants based on the employee’s job code; compensation region; performance scores over the past year; and amount of time worked during the review cycle. Equity at Google is valued at the date of grant.

14. Managers receive the modeled recommendations for all three compensation components for each of their direct reports at the beginning of each annual compensation cycle. Managers also receive a discretionary budget for each compensation component to adjust the modeled amounts as appropriate, taking into account factors for which an algorithm cannot account such as pay relative to peers, performance trajectory, or the need to retain critical talent. Whenever managers recommend an adjustment to the modeled amounts, they are required to document the rationale.

15. Before implementing any changes to compensation, Google conducts a robust, confidential attorney-client privileged pay equity analysis (the “Privileged Pay Analysis”) to identify any unexplained differences between groups of employees within the same job code. This Privileged Pay Analysis accounts for factors that legitimately impact pay, like performance and tenure. If a statistically significant difference exists, Google makes upward compensation adjustments for the impacted employee(s). It does not make downward adjustments in any circumstance, even if it means adjusting a larger number of Googlers to achieve neutral outcomes. Google’s Privileged Pay Analysis currently covers over 93% of employees globally, and Google is continuously expanding the scope of its Privileged Pay Analysis to achieve greater coverage and improve its analytical approach.

Google's gComp Tool

16. Google uses a proprietary tool called gComp to calculate an employee's modeled compensation recommendations, and record, and maintain details about an employee's compensation for the entire lifecycle of employment. It provides a record of each component of an employee's starting compensation package; the modeled recommendations for increases to each component of pay for each compensation cycle; and the inputs on which those modeled recommendations are based (including job code, location, MRP, and performance ratings over the previous year).

17. gComp is also used to communicate to managers during the annual compensation planner process the modeled recommended increase to each component of an employee's compensation. gComp also captures and maintains the manager's proposed adjustments to each component of compensation, and the rationale for that adjustment.

18. I am familiar with and have access to gComp by virtue of my role on Google's compensation team, and I regularly use it in connection with my job.

Ulku Rowe's Compensation

19. In 2016, I was the compensation analyst who worked on plaintiff Ulku Rowe's starting compensation offer. I worked with recruiter Jenny (Anderton) Burdis and hiring manager Will Grannis to negotiate the details of Ms. Rowe's package.

20. Ms. Rowe's compensation package was significantly above the modeled compensation recommendation for her job code in her compensation region. Ms. Rowe was hired before employers were prohibited from considering past compensation as an input into starting compensation packages; her very competitive package was influenced by her cash flows at her then-current employer JP Morgan.

21. When she joined Google in March of 2017, Ms. Rowe's compensation package consisted of: (a) base salary of \$290,000, which was 98% of MRP for her job code; (b) 30% bonus target, consistent with the fact that she was a level 8 employee; (c) a one-time \$250,000 sign-on bonus; (d) a new hire equity grant of 2,200 units of Google stock vesting over 4 years (worth \$1,834,054 as of the date of grant); and (e) an additional new hire equity grant of approximately \$550,000 vesting monthly over the first nine months of her employment.

Alleged Comparator Compensation

22. I was asked by counsel for Google to review the information stored in gComp for Ulku Rowe and men hired into the Office of the CTO at levels 8 (job code 5560) and level 9 (job code 5578) from 2016 through 2020. I was asked to determine the following information about each of those individuals for each year they were employed at Google from 2017 to the present: (a) base salary; (b) bonus payment for work performed that year; and (c) equity refresh grant for work performed that year. As of the date of this Declaration, the annual compensation cycle for 2021 is incomplete, so bonus payment and equity refresh grant information is not yet available.

23. On October 25, 2021, I performed a search of gComp for each of the names listed below. The results of that search are reflected in the columns labeled "Job Code", "Base Salary," "Bonus Payment", and "Equity Refresh Grant" below. The "Equity Refresh Grant" column reflects the intended equity refresh grant amount awarded by the employee's manager during the annual compensation cycle, entered into the gComp tool, and communicated to the employee when compensation awards are finalized at the end of the compensation cycle. The information reflected in the column labeled "Value of Shares When Issued" was provided to me by our Stock Admin team for each of the individuals below. On information and belief, the numbers in this column reflect the value of the grant(s) on the date it was issued to the employee, based on the fair market

value of the shares.

24. **Ulku Rowe**, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$290,000	\$116,000	\$60,000	\$61,701 (57 RSUs)
2018	5560	\$295,000	\$125,000	\$318,000	\$322,121 (308 RSUs)
2019	5560	\$310,000	\$125,000	\$318,000	\$321,589 (229 RSUs)
2020	5560	\$324,000	\$122,000	\$331,000 (grant 1) \$100,000 (grant 2)	\$432,436 (57 + 187 RSUs)
2021	5560	\$333,000			

25. **Comparator7**, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$280,000	\$15,242		
2018	5560	\$280,000	\$93,000	\$240,000	\$242,637 (232 RSUs)
2019	5560	\$290,000	\$110,000	\$311,000	\$314,567 (224 RSUs)
2020	5560	\$305,500			

26. **Comparator8**, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2018	5560	\$300,000	\$66,500	\$100,000	\$101,447 (97 RSUs)
2019	5560	\$300,000	\$108,000	\$292,000	\$294,907 (210 RSUs)
2020	5560	\$311,000	\$98,500	\$211,000	\$212,673 (120 RSUs)
2021	5565	\$315,000			

27. **Comparator9**, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2019	5560	\$264,000	\$51,500		
2020	5560	\$282,000	\$106,000	\$331,000	\$324,499 (187 RSUs)
2021	5560	\$308,000			

28. Comparator10, level 8 Director, Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5565	\$285,000	\$140,000	\$300,000	\$305,259 (282 RSUs)
2018	5565	\$291,000	\$145,000	\$475,000	\$480,045 (459 RSUs)
2019	5565	\$314,000	\$155,000	\$490,000	\$494,320 (352 RSUs)
2020	5565	\$331,000	\$139,000	\$465,000	\$466,109 (263 RSUs)
2021	5566	\$351,000			

29. Comparator11, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$226,000	\$28,500		
2018	5560	\$239,000	\$115,000	\$370,000	\$374,414 (358 RSUs)
2019	5560	\$256,000	\$118,000	\$292,000	\$294,907 (210 RSUs)
2020	5560	\$276,000	\$119,000	\$322,500	\$322,554 (182 RSUs)
2021	5560	\$292,000			

30. Comparator12, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2020	5560	\$300,000	\$98,000		
2021	5560	\$304,500			

31. Comparator13, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2018	5560	\$280,000	\$12,145		
2019	5560	\$280,000	\$101,000	\$278,000	\$280,864 (200 RSUs)
2020	5560	\$297,000	\$125,000	\$331,000	\$331,416 (187 RSUs)
2021	5560	\$309,000			

32. Comparator14, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$270,000	\$30,500		
2018	5560	\$277,000	\$101,000	\$305,000	\$308,525 (295 RSUs)
2019	5560	\$294,000	\$97,000	\$278,000	\$280,864 (200 RSUs)
2020	5560	\$301,000	\$128,000	\$371,000	\$372,178 (210 RSUs)
2021	5560	\$316,000			

33. Comparator15, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$270,000	\$9,799		
2018	5560	\$270,000	\$115,000	\$360,000	\$363,955 (348 RSUs)
2019	5560	\$285,000	\$130,000	\$360,000	\$363,718 (259 RSUs)
2020	5560	\$300,000	\$134,000	\$360,000	\$361,545 (204 RSUs)
2021	5560	\$317,000			

34. Comparator16, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2018	5560	\$260,000	\$26,500		
2019	5560	\$267,000	\$96,000	\$265,000	\$268,225 (191 RSUs)
2020	5560	\$276,000	\$108,000	\$269,000	\$269,386 (152 RSUs)
2021	5560	\$292,000			

35. Comparator17, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$295,000	\$117,000	\$196,000	\$200,258 (185 RSUs)
2018	5560	\$300,000	\$129,000	\$318,000	\$322,121 (308 RSUs)
2019	5560	\$317,000	\$135,000	\$318,000	\$321,589 (229 RSUs)
2020	5560	\$330,000	\$135,000	\$370,000 (grant 1) \$200,000 (grant 2)	\$370,406 (grant 1) \$200,267 (grant 2)
2021	5560	\$340,200			

36. Comparator18, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$250,000	\$5,142		
2018	5560	\$250,000	\$91,500	\$196,000	\$198,711 190 (RSUs)
2019	5560	\$270,000	\$105,000	\$264,000	\$266,820 (190 RSUs)
2020	5560	\$295,000	\$121,000	\$269,000	\$269,386 (152 RSUs)
2021	5565	\$305,000			

37. Comparator19, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2019	5560	\$300,000	\$24,500		
2020	5560	\$305,000	\$115,000	\$331,000	\$331,416 (187 RSUs)
2021	5560	\$317,000			

38. Comparator20, level 8 Principal Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5560	\$238,000	\$90,000	\$70,000	\$71,443 (66 RSUs)
2018	5560	\$250,000	\$90,000	\$350,000	\$353,497 (338 RSUs)
2019	5560	\$260,000	\$107,900	\$279,000	\$282,268 (201 RSUs)
2020	5560	\$271,000	\$118,500	\$322,500	\$322,554 (182 RSUs)
2021	5560	\$285,000			

39. Comparator5, level 9 Distinguished Technical Solutions

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5578	\$280,000	\$107,000		
2018	5578	\$295,000	\$153,000	\$685,000	\$692,352 (662 RSUs)
2019	5578	\$310,000	\$149,000	\$615,000	\$620,709 (442 RSUs)
2020	5578	\$319,000	\$140,000	\$368,000	\$368,634 (208 RSUs)
2021	5566	\$323,000			

40. Comparator2, level 9 Distinguished Technical Solutions Consultant; level 8 Director, Product Management

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5578	\$315,000	\$152,000	\$400,000	\$407,012 (376 RSUs)
2018	5578	\$334,000	\$174,000	\$650,000	\$656,793 (628 RSUs)
2019	5007	\$356,000	\$140,000	\$320,000	\$322,993 (230 RSUs)
2020	5007	\$358,000	\$175,000	\$400,000 (grant 1) \$200,000 (grant 2)	\$600,802 (226 + 113 RSUs)
2021	5007	\$366,000			

41. Comparator1, level 9 Distinguished Technical Solutions Consultant; level 8 Director – SWE

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5578	\$325,000	\$61,000		
2018	5578	\$334,000	\$143,000	\$500,000	\$505,145 (483 RSUs)
2019	5578	\$348,000	\$182,000	\$620,000	\$624,992 (445 RSUs)
2020	8317	\$370,000			

42. Comparator3, level 9 Distinguished Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Grant Refresh	Value of Shares When Issued
2017	5578	\$335,000	\$163,000	\$170,000	\$173,196 (160 RSUs)
2018	5578	\$346,000	\$180,000	\$650,000	\$656,793 (RSUs 628)
2019	5578	\$369,000	\$174,000	\$595,000	\$601,048 (428 RSUs)
2020	5578	\$378,000	\$166,000	\$432,000	\$432,436 (244 RSUs)
2021	5578	\$378,000			

43. Comparator4, level 9 Distinguished Technical Solutions Consultant

	Job Code	Base Salary	Bonus Payment	Equity Refresh Grant	Value of Shares When Issued
2017	5578	\$325,000	\$127,000		
2018	5578	\$325,000	\$156,000	\$483,000	\$488,411 (467 RSUs)
2019	5578	\$332,000	\$146,000	\$460,000	\$464,829 (331 RSUs)
2020	5578	\$332,000	\$132,800	\$200,000	\$200,267 (113 RSUs)
2021	5578	\$336,000			

Sign-On Bonuses and New Hire Equity

44. Several of the individuals listed above also received one-time sign-on bonuses and new hire equity grants in connection with their offer of employment. That information is also stored in gComp in the regular course of business.

45. On October 25, 2021, I searched gComp for sign-on bonus and new equity grant information for each of these individuals hired between 2016 and 2020. The results are as follows. For some new hires, new hire equity was reflected and communicated to the employee as a number

of Google shares (as opposed to dollar denominated). The column labeled “Intended New Hire Equity” provides the new hire equity awards as reflected in gComp and, on information and belief, in the employee’s offer letter. The column labeled “Value of Shares When Issued” reflects information provided to me by the Stock Admin team and, on information and belief, the value of the grant(s) on the date it was issued to the employee based on the fair market value of the shares.

Name	Hire Date	Sign-On Bonus	Intended New Hire Equity	Value of Shares when Issued
Ulku Rowe	3/13/2017	\$250,000	2,200 RSUs (grant 1) \$550,000 (grant 2)	\$1,836,054 (grant 1) \$548,730 (grant 2)
Comparator7	10/23/2017	\$200,000	\$950,000 (grant 1) \$1,000,000 (grant 2)	\$958,842 (grant 1) \$1,009,092 (grant 2)
Comparator8	04/30/2018	\$100,000	\$1,500,000	\$1,497,270
Comparator9	05/28/2019	\$100,000	\$1,650,000	\$1,665,546
Comparator11	07/31/2017	N/A	580 RSUs	\$538,501
Comparator12	01/06/2020	N/A	\$2,040,000	\$2,056,486
Comparator13	11/5/2018	\$100,000	\$2,150,000	\$2,151,028
Comparator14	08/14/2017	N/A	\$600,000	\$600,293
Comparator15	11/13/2017	N/A	\$1,300,000 (grant 1) \$250,000 (grant 2)	\$1,317,783 (grant 1) \$253,576 (grant 2)
Comparator16	08/27/2018	\$50,000	\$1,500,000	\$1,487,845
Comparator17	12/5/2016	\$75,000	2,000 RSUs	\$1,572,280
Comparator18	12/4/2017	\$100,000	\$1,500,000 (grant 1) \$300,000 (grant 2)	\$1,525,214 (grant 1) \$305,259 (grant 2)
Comparator19	09/23/2019	\$100,000	\$1,840,000 (grant 1) \$100,000 (grant 2)	\$1,796,714 (grant 1) \$97,660 (grant 2)
Comparator20	01/23/2017	N/A	580 RSUs	\$461,503
Comparator5	02/13/2017	\$25,000	1,060 RSUs (grant 1) 180 GSUs (grant 2)	\$885,354 (grant 1) \$150,343
Comparator2	10/31/2016	\$265,000	4,100 RSUs (grant 1) \$450,000 (grant 2)	\$3,161,879 (grant 1) \$457,315 (grant 2)
Comparator1	05/15/2017	N/A	2,500 RSUs	\$2,452,700
Comparator3	01/09/2019	\$100,000	1,800 RSUs (grant 1) 600 RSUs (grant 2)	\$1,432,251 (grant 1) \$477,417 (grant 2)
Comparator4	02/06/2017	\$75,000	3,000 RSUs	\$2,505,720

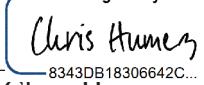
Individuals Outside of OCTO

46. I was also asked in connection with the Declaration to compare the salary, bonus, and equity refresh grants awarded to Ms. Rowe for work performed in 2018 through 2020, against those awarded to **Comparator6**. The only year in which Mr. **Comp6** earned more than Ms. Rowe in terms of total annual compensation (consisting of salary, annual bonus, and equity refresh grants, “Total Annual Compensation”) was 2019.

47. Finally, I was asked in connection with this Declaration to compare the salary, bonus, and equity refresh grants awarded to Ms. Rowe for work performed in 2018 and 2019 against those awarded to the following individuals: **Comp21**, **Comparator22**, **Comparator21**, **Comparator24**, **Comparator25**, and **Comparator26**. Ms. Rowe earned more in Total Annual Compensation for work performed those years than all of them except for Mr. **C21**.

PURSUANT TO 28 U.S.C. § 1746, I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT. I AM AWARE THAT IF ANY OF THE FOREGOING STATEMENTS MADE BY ME ARE FALSE, I AM SUBJECT TO PUNISHMENT.

Executed this ²⁷ day of October, 2021, at London, England.

DocuSigned by:

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Chris Humez